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July 30, 2002

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****125.00 ****125.00

Re: Downtown Realty Group, LLC

Dear Sir or Madam:

Enclosed please find Articles of Organization of Downtown Realty Group, LLC together with a check in the amount of \$125.00 as a filing fee for that entity. Also enclosed is an extra copy of the Articles to be conformed by your office and returned to me.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

Tracie A. Castiglia
Legal Assistant to Martin V. Katz

MVK:tac

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF ORGANIZATION
OF
DOWNTOWN REALTY GROUP, LLC**

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is DOWNTOWN REALTY GROUP, LLC ("Company").

ARTICLE II

This limited liability company shall have the perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated by law.

ARTICLE III

The mailing address and street address of the principal place of business of the Company is 909 N. Dixie Highway, West Palm Beach, Florida 33401. The Company may at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this Company is Gary S. Lesser, 909 N. Dixie Highway, West Palm Beach, Florida 33401.

ARTICLE V

The management of this Company shall be vested in two managing members who are: Gary S. Lesser and Zachary M. Berg, whose address is 909 N. Dixie Highway, West Palm Beach, Florida 33401.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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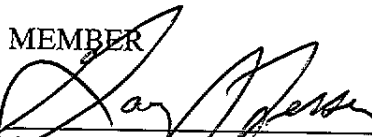
ARTICLE VI

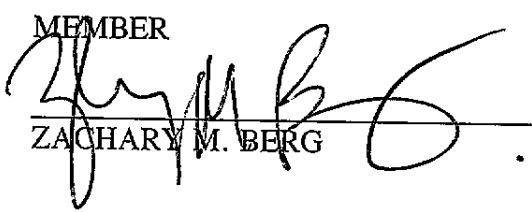
Additional members may be admitted to this Company upon such terms and conditions as may be established in the Company's operating agreement.

ARTICLE VII

The business of this Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this Company, unless a majority in interest of the remaining members consent to the continuation of the business of the Company within ninety days of the occurrence of any event which would otherwise terminate the existence of this Company.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 29th day of July, 2002.

MEMBER

GARY S. LESSER

MEMBER

ZACHARY M. BERG

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 27th day of July, 2002, by Gary S. Lesser and Zachary M. Berg, who are personally known to me, OR has produced _____ as identification.

Name: Jan Campbell

Jan Campbell

Notary

Notary Public



Jan Campbell
Commission # DD00261
Expires March 11, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

I am familiar with and hereby acknowledge and accept the obligations of the Registered Agent for Downtown Realty Group , LLC.

Gary S. Lesser

Gary S. Lesser
Registered Agent

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TALLAHASSEE, FLORIDA